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12413

RECORDATION NO. 12413 Filed 11/17/80
GEORGE J. LEIBOWITZ
COUNSEL

NOV 17 1980 - 1:55 PM

INTERSTATE COMMERCE COMMISSION

November 17, 1980

NOV 17 1980 - 1:55 PM

RECORDATION NO. 12413 Filed 11/17/80
INTERSTATE COMMERCE COMMISSION

NOV 17 1980 - 1:55 PM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich
Secretary

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

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INTERSTATE COMMERCE COMMISSION

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12413

RECORDATION NO. 12413 Filed 11/17/80

NOV 17 1980 - 1:55 PM

INTERSTATE COMMERCE COMMISSION

Re: Recordation of Documents:
Equipment Lease Agreement,
Certificate of Inspection
and Acceptance, and
Bills of Sale

0-322A041

No. NOV 17 1980

Date 60.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Please find enclosed for recordation pursuant to 49 U.S.C. 11303 an original and two certified true copies of the following documents:

(1) EQUIPMENT LEASE AGREEMENT, dated as of October 24, 1980, with Exhibits A through E, inclusive, and Rider No. 1 and Exhibit A to Rider No. 1 attached, between Greyhound Leasing & Financial Corporation ("Lessor") and Good Hope Refineries, Inc. ("Lessee");

(2) CERTIFICATE OF INSPECTION AND ACCEPTANCE, dated November 7, 1980, from the Lessee to the Lessor; and

(3) three BILLS OF SALE, dated November 3, 6, and 11, 1980, respectively, from Trinity Industries, Inc., ("Vendor") to Greyhound Leasing & Financial Corporation ("Vendee") with respect to the equipment having the reporting marks and numbers listed below.

Handwritten signatures and initials on the left margin.

Ms. Agatha L. Mergenovich -2- November 17, 1980

The names and addresses of the parties to this transaction are as follows:

Lessor

Greyhound Leasing & Financial Corporation
Greyhound Tower
Phoenix, Arizona 85077

Lessee

Good Hope Refineries, Inc.
P.O. Drawer 537
Good Hope, Louisiana 70079

Vendor

Trinity Industries, Inc.
P.O. Box 10587
4000 Irving Boulevard
Dallas, Texas 75207

Vendee

Greyhound Leasing & Financial Corporation
Greyhound Tower
Phoenix, Arizona 85077

The equipment that is the subject of this transaction is described as follows:

eighty-six (86) new (built in October, 1980)
33,885 gallon pressurized rail tank cars
(mech. desig. T, spec. no. DOT112J400W), to
be listed in the Official Railway Equipment
Register with the reporting mark GHRX and
the following car numbers:

Ms. Agatha L. Mergenovich

-3-

November 17, 1980

| <u>Car No.</u> |
|----------------|----------------|----------------|----------------|----------------|
| 144 | 164 | 189 | 213 | 258 |
| 145 | 165 | 190 | 215 | 259 |
| 146 | 166 | 192 | 220 | 261 |
| 147 | 167 | 193 | 244 | 262 |
| 148 | 168 | 195 | 245 | 263 |
| 149 | 169 | 196 | 246 | 264 |
| 150 | 171 | 198 | 247 | 265 |
| 151 | 172 | 199 | 248 | 266 |
| 152 | 173 | 200 | 249 | 267 |
| 153 | 175 | 202 | 250 | 268 |
| 154 | 176 | 203 | 251 | 269 |
| 155 | 177 | 204 | 252 | 270 |
| 156 | 178 | 205 | 253 | 271 |
| 157 | 179 | 206 | 254 | 272 |
| 159 | 182 | 207 | 255 | 273 |
| 160 | 183 | 209 | 256 | |
| 162 | 186 | 210 | 257 | |
| 163 | 188 | 212 | | |

Pursuant to 49 C.F.R. Part 1116, please stamp the original and two certified true copies of each document described above with the date and hour of recordation, a recordation number and a notation to the effect that it has been filed pursuant to the provisions of section 11303 of Title 49 of the United States Code. After performing these tasks, please retain the certified true copies of these documents in the Commission's files and return the originals of these documents to the delivering agent of:

Witkowski, Weiner, McCaffrey and Brodsky, P.C.
1575 Eye Street NW, Suite 350
Washington, DC 20005

Ms. Agatha L. Mergenovich

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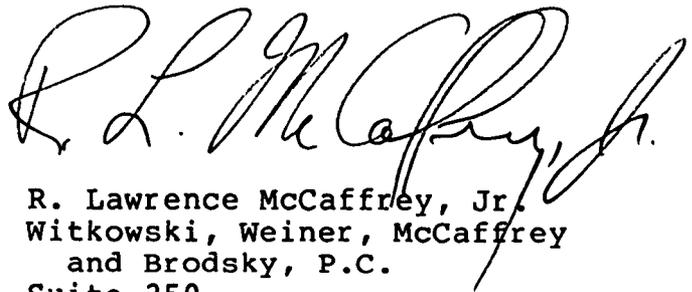
November 17, 1980

Enclosed is a check drawn to the order of the
Interstate Commerce Commission for recordation fees.

Your cooperation is appreciated.

Greyhound Leasing & Financial
Corporation

By its Special Counsel,

A handwritten signature in cursive script, appearing to read "R. L. McCaffrey, Jr.", is written over the typed name and address below.

R. Lawrence McCaffrey, Jr.
Witkowski, Weiner, McCaffrey
and Brodsky, P.C.
Suite 350
1575 Eye Street, N.W.
Washington, DC 20005



BILL OF SALE

NOV 17 1980 - 1:55 PM

INTERSTATE COMMERCE COMMISSION

Trinity Industries, Inc., a corporation of the State of Texas (the "Manufacturer"), in consideration of the sum of (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, convey and set over unto Greyhound Leasing & Financial Corporation (the "Owner"), the new railroad equipment described in Exhibit A attached hereto and made a part hereof which equipment has been delivered by the Manufacturer to Good Hope Industries, Inc. (the "Company").

The Manufacturer hereby warrants to the Owner, its successors and assigns, that, when the equipment was delivered as aforesaid, the Manufacturer had legal title thereto and good and lawful right to sell the equipment and that title to the equipment was free from all liens and encumbrances of any nature whatsoever (including any leasehold interest therein).

IN WITNESS WHEREOF, the Manufacturer has caused this instrument to be duly executed as of the 11th day of November, 1980.

TRINITY INDUSTRIES, INC.

BY K.W. Lewis
TITLE Vice President

JF

ATTEST:

BY Neil D. Sharp
Assistant Secretary

SCHEDULE A

Type car: 33,885 pressure cars - DOT11.2J400W

Quantity: 39 (inclusive)

- GHRX 146
- GHRX 153
- GHRX 155
- GHRX 157
- GHRX 160
- GHRX 165
- GHRX 167
- GHRX 171
- GHRX 176-178
- GHRX 183
- GHRX 189
- GHRX 192-193
- GHRX 196
- GHRX 199-200
- GHRX 206-207
- GHRX 209-210
- GHRX 212-213
- GHRX 215
- GHRX 220
- GHRX 244-249
- GHRX 251
- GHRX 253
- GHRX 257-258
- GHRX 264
- GHRX 266
- GHRX 268

JF

County of Arlington)
)
Commonwealth of Virginia) SS:
)

I hereby certify that the attached document consisting of 2 pages with text on the front only is a true and complete copy of a Bill of Sale between Trinity Industries, Inc. and Greyhound Leasing & Financial Corporation dated the 11th day of November, 1980 document presented before me this 17th day of November, 1980, in the County of Arlington, Commonwealth of Virginia.

Jack I. Frankel
Jack I. Frankel, Notary Public

My Commission expires: 12/17/80